VIPPY SPINPRO LTD.
14-A, Industrial Area, A.B. Road, Dewas 455 001 (M.P.) India. Phone: +91-7272-258251-52, Fax: +91-7272-400121
Email: admin@vippyspinpro.com, Web : www.vippyspinpro.com

VSL/2026-27/612

02nd September, 2026

To,
Department of Corporate Services,
BSE Limited
25th Floor, P.J. Towers,
Dalal Street, Mumbai-400001 IN

SUB: NOTICE FOR CONVENING 34th ANNUAL GENERAL MEETING OF VIPPY SPINPRO LIMITED

Scrip Code: 514302

Dear Sir/Madam,

The 34th Annual General Meeting ("AGM") of the Members of the Company is scheduled to be held on Friday, September 25, 2026, at 11:30 A.M. through Video Conferencing/ Other Audio-Visual Means in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India ("SEBI").

In compliance with Regulation 34 and 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the following:

- Annual Report for FY 2025-26; and
- Notice of the AGM.

The aforesaid documents are being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories and physical copies of the same will be provided to the Members on request.

The Annual Report and Notice of the AGM are also uploaded on the website of the Company at https://www.vippyspinpro.com/annual_reports.php.

Please receive and take the same on your records.

Thanking you

Yours Faithfully
For **Vippy Spinpro Limited**

PULKIT MAHESHWARI
Digitally signed by PULKIT MAHESHWARI
Date: 2026.09.02 11:43:48 +05'30'

Pulkit Maheshwari
CS, Compliance Officer & CFO
M.No. ACS 68690

Encl: a/a

NOTICE

Notice is hereby given that the 34th Annual General Meeting of the Members of the Company will be held on, Friday, 25th day of September, 2026 at 11:30 A.M. through two-way Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") for which purposes the registered office of the Company situated at 414, City Center, 570, M.G. Road, Indore – 452001 (M. P.) shall be deemed as the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made there at, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2026 and Reports of the Board of Directors and Auditors thereon, and in this regard, to consider, and if thought fit, to pass, with or without modification(s), if any, the following resolutions as an Ordinary Resolution:

   "RESOLVED THAT the Audited Financial Statement of the Company for the financial year ended 31st March, 2026 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To appoint a Director in place of Shri Piyush Mutha (DIN-00424206) who retires by rotation, and being eligible, offers himself for reappointment in this regard, to consider, and if thought fit, to pass, with or without modification(s), if any, the following resolutions as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri Piyush Mutha (DIN-00424206), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Managing Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

3. To ratify the remuneration of Cost Auditors for the financial year ending 31st March, 2027, and in this regard, to consider, and if thought fit, to pass with or without modification(s), if any, the following Resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s M. Goyal & Co., Cost Accountants, Jaipur (Registration No.000051) appointed as Cost Auditors of the Company by the Board of Directors of the Company, to conduct the audit of Cost Records of the Company for the financial year ending 31st March, 2027, be paid the remuneration of Rs. 30,000/- (Rupees Thirty Thousand Only) p.a. in addition to out of pocket and/or travelling expenses as may incur in carrying out their duties as Cost Auditors, and the same is hereby ratified and approved;

   RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. To consider, and if thought fit, to pass, with or without modification(s), if any, the following Resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197,198 and 203 read with

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Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactments thereof, for the time being in force), the consent of the Members be and is hereby accorded for the re appointment of Shri Piyush Mutha (DIN-00424206), as a Managing Director for the period of Three (3) year with effect from 01.04.2027 to 31.03.2030 on the terms and conditions of appointment including remuneration as mentioned in the explanatory statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT the remuneration as set out in the explanatory statement be paid as maximum remuneration to Shri Piyush Mutha.

RESOLVED FURTHER THAT in the event of the Company incurring a loss or its profits are inadequate in any financial year during his said tenure the Company shall pay to Shri Piyush Mutha the above remuneration as a minimum remuneration by way of salary, perquisites and allowances, in accordance with the provisions of Schedule V of the Companies Act, 2013 as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to increase, reduce, alter or vary the terms of remuneration in such manner from time to time as the Board may deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors be and is hereby authorised to do all such act, deeds, matters and other things, as they may in their absolute discretion deem necessary expedient usual and proper."

5. To ratify the remuneration of Mr. Piyush Mutha, Managing Director, and to consider and, if thought fit, to pass the following resolution with or without modification(s) if any, as a Special Resolution.

   RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board in accordance with section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) read with Schedule V of the said act, and pursuant to the provisions of Articles of Association of the Company, approval of the Members be and is hereby accorded to the revision in remuneration of Mr. Piyush Mutha, Managing Director (DIN: 00424206) with effect from April 1st 2026 as set out in the statement annexed to the Notice convening this meeting.

   RESOLVED FURTHER THAT any one of the Directors or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things arising out of and incidental thereto as may be deemed necessary, proper, expedient, or incidental to give effect to this resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs or submission of necessary documents with any other concerned Authorities in connection with this resolution.

6. To consider, and if thought fit, to pass, with or without modification(s), if any, the following Resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and

Regd. Office : 414, City Centre, 570, M.G. Road, Indore - 452 001 (M.P.)
CIN : L01710MP1992PLC007043, Phone : 0731-2546710

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other applicable Rules (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, based upon the recommendation of Nomination and Remuneration Committee and Board of Directors, the consent of the Members be and is hereby accorded to appoint Ms. Muskaan Gupta (DIN: 09563359), who was appointed as an Additional Director in the category of Non-Executive Independent Director with effect from August 10th, 2026, on the Board of the Company in terms of the provisions of Section 161(1) of the Companies Act, 2013 and rules made thereunder, and who holds office up to the date of this Annual General Meeting, who has given her consent and submitted a declaration that she meets the criteria of independence under Section 149 (6) of the Companies Act, 2013 and rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015, as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for the term of one year starting from 10thAugust, 2026.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and other things, as they may in their absolute discretion deem necessary expedient usual and proper."

7. To consider, and if thought fit, to pass, with or without modification(s), if any, the following Resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow any sum or sums of money from time to time, for the purpose of the business of the Company, notwithstanding that the money(s) to be borrowed together with the money(s) already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves, and securities premium of the Company, provided however that the total amount outstanding of such borrowings shall not exceed the sum of Rs. 250 Crores at any one time."

   "RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, and things as may be necessary, proper, or expedient to give effect to this resolution."

8. To consider, and if thought fit, to pass, with or without modification(s), if any, the following Resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration

Committee and the approval of the Board of Directors, Shri Manish Jhanwar (DIN: 05312225), who was appointed as an Independent Director of the Company for a first term of five (5) consecutive years commencing from 03rd May, 2022 up to 02nd May, 2027 pursuant to the approval of the Members, and who is eligible for re-appointment and has submitted the necessary declarations confirming that he continues to meet the criteria of independence under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years commencing from 03rd May, 2027 up to 02nd May, 2032 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be considered necessary, desirable or expedient to give effect to this Resolution."

9. **To consider, and if thought fit, to pass, with or without modification(s), if any, the following Resolution as a Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and other applicable Rules (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company , based upon the recommendation of Nomination and Remuneration Committee and Board of Directors, the consent of the Members be and is hereby accorded to appoint Shri Chandrashekhar Sharma (DIN:11914422), who was appointed as an Additional Director in the category of Executive Non Independent Director with effect from August 27th, 2026 , on the Board of the Company in terms of the provisions of Section 161(1) of the Companies Act, 2013 and rules made thereunder, and who holds office up to the date of this Annual General Meeting, who has given his consent, to hold office for a period of 1 year starting from 27th August 2026 to 27th August 2027.

"**RESOLVED FURTHER THAT** pursuant to provisions of Sections 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and other applicable Rules (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company, based upon the recommendation of Nomination and Remuneration Committee and Board of Directors, the consent of Members be and is hereby accorded for appointment of Shri Chandrashekhar Sharma (DIN:11914422) as Executive Director in the category of Non-Independent Director of the Company for the period of One (1) year with effect from 27th August 2026 to 27th August 2027, on terms and conditions including remuneration of rupees 1,13,000 (One Lakh Thirteen Thousand Only), as mentioned in the statement u/s 102 of the Companies Act, 2013 annexed hereto, with liberty to the Board of Directors (which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration from time to time and in such manner as the Board may deem fit subject to the limits prescribed under Schedule V to the Act or any statutory amendment(s) and/or modification(s) thereof and under this resolution;

RESOLVED FURTHER THAT in the event of the Company incurring a loss or its profits are inadequate in any financial year during his said tenure the Company shall pay to Shri Chandrashekhar Sharma the above remuneration as a minimum remuneration by way of salary, perquisites and allowances, in accordance with the provisions of Schedule V to the Companies Act, 2013 as amended from time to time;

RESOLVED FURTHER THAT the Board be and is hereby authorized to vary, alter, enhance or widen (collectively referred to as 'Variation') the scope of remuneration payable to Executive Director during his tenure to the extent permitted under Section 197 read with Schedule V and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided however that any such Variation shall not exceed any amount permitted to be paid to Executive Director under applicable law without obtaining requisite approvals ;

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution."

By Order of the Board of Directors
For Vippy Spinpro Limited

Place: Dewas
Date: 27th August 2026
CIN: L01710MP1992PLC007043
Regd. Office: **414, City Centre, 570, M.G. Road, Indore- 452001 (M.P.) Tele: 0731-2546710**

Email: admin@vippyspinpro.com,
Website: www.vippyspinpro.com

Piyush Mutha
Managing Director
DIN: 00424206

Notes:

1. Pursuant to the Circular No. 14/2020 dated 08thApril, 2020, Circular No.17/2020 dated 13thApril, 2020 issued by the Ministry of Corporate Affairs followed by General Circular No. 20/2020 dated 05th May, 2020, General circular No. 02/2021 dated 13th January, 2021 ,General Circular No. 02/2022 dated 05th May, 2022, General Circular No. 10/2022 dated 28th December, 2022 , General Circular No. 09/2023 dated 25th September, 2023, General Circular No. 09/2024 dated 19th September 2024, and General Circular No. 03/2025 dated 22nd September 2025 read along with SEBI Circular dated 12th May, 2020, 15th January, 2021 ,13th May, 2022, 05th January, 2023 ,6th October 2023 and 3rd October 2024 physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended),and the Circulars issued by the Ministry of Corporate Affairs dated April 08th, 2020, April 13th, 2020 and May 05th, 2020, General circular No. 02/2021 dated 13th January, 2021 and General Circular No. 02/2022 dated 05th May, 2022 ,28th December, 2022, 25th September, 2023, General Circular No. 09/2024 dated 19th September 2024, and General Circular No. 03/2025 dated 22nd September 2025 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Securities Limited (CDSL) for facilitating voting through electronic means, as

the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by CDSL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.vippyspinpro.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evoting.cdsl.com.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated 13th January, 2021, 02/2022 dated 5th May, 2022, dated 28th December, 2022 followed by MCA Circular No. 09/2023 dated 25th September, 2023, General Circular No. 09/2024 dated 19th September 2024, and General Circular No. 03/2025 dated 22nd September 2025.

8. The recorded transcript of the forthcoming AGM on 25th September, 2026, shall also be made available on the website of the Company www.vippyspinpro.com.

9. All documents referred to in the accompanying Notice and the Statement can be obtained for inspection by writing to the Company at its email ID admin@vippyspinpro.com till the date of AGM.

10. The Register of Directors and Key Managerial Personnel, the Register of Contract or Arrangements, has been made available electronically for inspection by the members during the AGM. Members seeking to inspect such documents can send their requests to admin@vippyspinpro.com.

11. The register of members and share transfer books will remain closed from Saturday, 19th September, 2026 to Friday, 25th September, 2026 (both days inclusive) for the purpose of Annual General Meeting.

12. Members are requested to notify immediately any change of address to their depository Participant (DPs) in respect of their electronic share accounts and to the Company's Registrar and Share Transfer Agent (RTA), M/s. Ankit Consultancy Pvt. Ltd., 60, Electronic Complex, Pardeshipura, Indore-452010(M.P.), in respect of their physical share folio, if any.

13. Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants.

14. The SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents.

15. Pursuant to the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Corporate Governance, the information about the Directors proposed to be appointed/ re-appointed at the Annual General Meeting is given in the Annexure to the Notice.

16. A Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Businesses specified above is annexed hereto.

17. Corporate Members intending to send their authorized representative are requested to send a duly certified copy of Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.

18. Mr. Shilpesh Dalal, Practicing Company Secretary (Membership No. F5316, COP No. 4235) appointed as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.

19. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.vippysipnpro.com, and website of Central Depository Securities Limited (CDSL) i.e. www.evoting.cdsl.com not later than two working days of the conclusion of the Meeting.

20. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH.13.

21. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020, 5th May, 2020 , 13th January, 2021, 05th May, 2022, 28th December, 2022 followed by MCA Circular dated 25th September, 2023, General Circular No. 09/2024 dated 19th September 2024, and General Circular No. 03/2025 dated 22nd September 2025 the Company is providing facility for voting by electronic means for all its Members to enable them to cast their vote electronically and the business may be transacted through such e-voting.

    A member may exercise his/her vote at the Annual General Meeting by electronic means and the Company may pass any resolution by electronic voting system in accordance with the provisions of the aforesaid Rule.

For this purpose, the Company has entered into an agreement with Central Depository Securities Limited (CDSL) for facilitating voting through electronic means, as the authorize agency.

The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL.

The Member attending the AGM who have not already cast their vote by remote e-voting on the day of the AGM will be provided by CDSL.

The Members who have cast their vote by remote e-voting prior to the meeting may also attend the AGM but shall not be entitled to cast their vote again.

22. The remote e-voting period commence on Tuesday, 22nd September 2026 at 09.00 A.M. and ends on Thursday, 24th September 2026 at 5.00 P.M.

Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Saturday, 18th September, 2026, may opt for remote e-voting and cast their vote electronically.

A person, whose name is recorded in the register of members or in the register of beneficial owner maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting at the Meeting.

Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

Members may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again.

At the end of remote e-voting period, the facility shall forthwith be blocked

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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(i) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 09th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services

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14-A, Industrial Area, A.B. Road, Dewas 455 001 (M.P.) India. Phone: +91-7272-258251-52, Fax: +91-7272-400121
Email: admin@vippyspinpro.com, Web : www.vippyspinpro.com

	and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com.Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of CDSL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(v) After entering these details appropriately, click on “SUBMIT” tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii)	For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
(viii)	Click on the EVSN for the relevant Vippy Spinpro Limited on which you choose to vote.
(ix)	On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
(x)	Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
(xi)	After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
(xii)	Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
(xiii)	You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
(xiv)	If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
(xv)	There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
(xvi)	**Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; admin@vippyspinpro.com (designated email address by company),if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at admin@vippyspinpro.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in 7 **days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at admin@vippyspinpro.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access by following the steps mentioned above for Access to CDSL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID

and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at admin@vippyspinpro.com. The same will be replied by the company suitably.
6. The shareholder who intends to register themselves as Speaker Shareholder shall send e-mail on admin@vippyspinpro.com.

Place: Dewas
Date: 27th August 2026
CIN: L01710MP1992PLC007043
Regd. Office: **414, City Centre, 570, M.G. Road, Indore- 452001 (M.P.) Tele: 0731-2546710**

Email: admin@vippyspinpro.com,
Website: www.vippyspinpro.com

By Order of the Board of Directors
For Vippy Spinpro Limited

Piyush Mutha
Managing Director
DIN: 00424206

VIPPY SPINPRO LTD.
14-A, Industrial Area, A.B. Road, Dewas 455 001 (M.P.) India. Phone: +91-7272-258251-52, Fax: +91-7272-400121
Email: admin@vippyspinpro.com, Web : www.vippyspinpro.com

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO.3

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the M/s M. Goyal & Co., Cost Accountants, Jaipur (Registration No.000051) as Cost Auditors of the company to conduct the audit of Cost Records of the Company for the financial year 2026-2027 at a remuneration of Rs. 30,000/- (Rupees Thirty Thousand Only) p.a. in addition to out of pocket and/or travelling expenses as may incur in carrying out their duties as Cost Auditors. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company.

None of the Directors/Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise in the aforementioned resolution.

The Board of Directors recommends the said resolutions set out at item no. 3 of the notice for your approval by Ordinary Resolution.

ITEM NO. 4

The Nomination and Remuneration Committee has considered and approved the terms, conditions including remuneration and recommended to the Board of Directors for the re-appointment of Shri Piyush Mutha (DIN: 00424206) as a Managing Director for the period of Three (3) year with effect from 01.04.2027 to 31.03.2030. The Board of Directors has considered that under his dynamic leadership, initiatives and directions, the Company has benefited in its overall operations since he is Managing Director of the Company. He is the key factor behind the overall growth and success of the Company. His devotion, vision and experience are essential for the continuing growth of the Company. The Board of Directors at their meeting held on on 10th August 2026, subject to approval of members in ensuing Annual General Meeting, approved re-appointment of Shri Piyush Mutha as a Managing Director on the following terms and conditions including remuneration:

1. Basic Salary: Maximum of Rs.14,50,000/- (Rupees Fourteen Lakh Fifty thousand) per month.
2. Perquisites:
   i. Expenses pertaining to Gas, Electricity, Water, furnishings and other utilities including repairs will be borne/reimbursed bythe Company on actual and subject to maximum Rs. 3,00,000/- per annum.
   ii. Medical Reimbursement: Reimbursement of medical expenses including insurance premium for medical incurred for self and his family not exceeding Rs. 2,00,000/- per annum.
   iii. Club Fees: Fees in respect of two clubs not exceeding Rs. 50,000/- per annum.
   iv. Personal Accident Insurance: Premium not exceeding Rs.25,000/- per annum.
   v. Assignment of Insurance Policy: Assignment of Insurance Policy in favour of Shri Piyush Mutha, if any, subject to maximum amount Rs. 10,00,000/-.

vi. Contribution to Provident Fund, Superannuation Fund to the over and above the tax exemption limit under the Income Tax Act, 1961. All the above perquisites shall be interchangeable, i.e. any excess in a particular perquisite & benefit may be permissible by a corresponding reduction in one or more of the other perquisite(s).

vii. Other following perquisites which shall not be considered in computing the value of perquisites: (a) Mobile & Telephone: Free Mobile & Telephone facility at residence for official use. {b) Car(s) with Driver(s): Free Use of Car(s) with Driver(s) for official use.

3. In addition to the perquisites as aforesaid, Shri Piyush Mutha shall also be entitled to the following benefits which shall not be considered for the purpose of calculation of maximum permissible remuneration:

   a) Contribution to Provident Fund, Superannuation Fund to the extent not taxable under the Income Tax Act,1961 and Gratuity as per rules of the Company.

   b) Encashment of leave at the end of tenure to the extent not taxable under Income Tax Act, 1961.

4. Reimbursement of expenses: Reimbursement of all expenses incurred by Shri Piyush Mutha during the course of and in connection with the business of the Company.
5. Sitting Fees: No Sitting Fee shall be paid to Shri Piyush Mutha for attending the Meetings of Board of Directors of the Company or any Committees thereof;
6. Shri Piyush Mutha shall be entitled to get any loan from the Company as perrules of the Company. Shri Piyush Mutha is interested in the resolution set out at item no. 4 of the Notice as a Managing Director and also interested to the extent of his shareholding interest in the Company. Shri PraneetMutha, Director, being relative is interested in the resolution and also interested to the extent of his shareholding interest in the Company.

   The Promoter and Promoter Group, Piyush Mutha HUF, and Mrs. Usha Mutha, Mrs. Priti Mutha& Mr. Parth Mutha being relatives of Shri Piyush Mutha, are interested to the extent of shareholding interest in the Company.

   Save and except the above none of the other Directors/Key Managerial Personnel of the Company and their relatives are, in any way concerned or interested, financially or otherwise in the aforementioned resolution.

   The Board of Directors recommends resolution, as set out in item no. 4 of the notice for your approval by Special Resolution as required in section II of Part II of Schedule V of the Companies Act, 2013 because the said remuneration exceeds the limits as specified in Section II of Part II of Schedule V of the Companies Act, 2013.

   The statement containing required information as required in Section II of Part II of Schedule V of the Companies Act, 2013.

ITEM NO. 5

The Nomination and Remuneration Committee has considered, approved, and recommended to the Board of Directors a revision in the terms of remuneration of Shri Piyush Mutha (DIN: 00424206), Managing Director of the Company, for a period of three (3) years with effect from 01.04.2026. The Board of Directors considered that under his dynamic leadership, initiatives, and directions, the Company has benefited significantly in its overall operations. As the Managing Director, he remains the key driving factor behind the overall growth and success of the Company. His continued devotion, vision, and extensive experience are absolutely essential for sustaining this upward growth trajectory. Consequently, the Board of Directors, at their meeting held on 10th

August, 2026, approved the revision in remuneration of Shri Piyush Mutha as Managing Director, subject to the approval of the members at the ensuing Annual General Meeting.The revised terms and conditions, specifically regarding his remuneration effective retrospectively from 1st April 2026, are detailed below:

1. Basic Salary: Maximum of Rs.14,50,000/- (Rupees Fourteen Lakh Fifty thousand) per month.
2. Perquisites:
   i. Expenses pertaining to Gas, Electricity, Water, furnishings and other utilities including repairs will be borne/reimbursed bythe Company on actual and subject to maximum Rs. 3,00,000/- per annum.
   ii. Medical Reimbursement: Reimbursement of medical expenses including insurance premium for medical incurred for self and his family not exceeding Rs. 2,00,000/- per annum.
   iii. Club Fees: Fees in respect of two clubs not exceeding Rs. 50,000/- per annum.
   iv. Personal Accident Insurance: Premium not exceeding Rs.25,000/- per annum.
   v. Assignment of Insurance Policy: Assignment of Insurance Policy in favour of Shri Piyush Mutha, if any, subject to maximum amount Rs. 10,00,000/-.
   vi. Contribution to Provident Fund, Superannuation Fund to the over and above the tax exemption limit under the Income Tax Act, 1961. All the above perquisites shall be interchangeable, i.e. any excess in a particular perquisite & benefit may be permissible by a corresponding reduction in one or more of the other perquisite(s).
   vii. Other following perquisites which shall not be considered in computing the value of perquisites: (a) Mobile & Telephone: Free Mobile & Telephone facility at residence for official use. {b) Car(s) with Driver(s): Free Use of Car(s) with Driver(s) for official use.
3. In addition to the perquisites as aforesaid, Shri Piyush Mutha shall also be entitled to the following benefits which shall not be considered for the purpose of calculation of maximum permissible remuneration:

   a. Contribution to Provident Fund, Superannuation Fund to the extent not taxable under the Income Tax Act,1961 and Gratuity as per rules of the Company.

   b. Encashment of leave at the end of tenure to the extent not taxable under Income Tax Act, 1961.

ITEM NO. 6

Presently, the Board of the Company comprises of 6 Directors i.e. 2 Executive Director, 1 Non-Executive Non Independent Director and 3 Non-Executive Independent Directors. The term of Smt. Deepa Sudhir Mekal, Non-Executive Independent Director of the Company, comes to an end on 31.03.2027 for completion of 2 consecutive terms of 5 years each. Therefore, in compliance with the provisions of Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Board of Directors, on the recommendation of the Nomination and Remuneration Committee (NRC), in its meeting held on 10th August, 2026, appointed Ms. Muskaan Gupta (DIN: 09563359) as an Additional Director in the category of Non-Executive Independent Director till her regularization in the ensuring Annual General Meeting for an initial term of one consecutive year effective from 10th August, 2026 subject to the approval of the members. The Company has received consent in writing from Ms. Muskaan Gupta (DIN: 09563359) to act as Director in Form DIR-2 and intimation in Form DIR-8 to the effect that she is not disqualified under section 164 (2) of the Act to act as Director. The Company has also received a declaration from her stating that she meets the criteria of independence as prescribed u/s 149(6) of the Act and the Listing Regulation

In the opinion of the Board, Ms. Muskaan Gupta (DIN: 09563359) is a person of integrity, possesses the relevant expertise and experience, fulfills the conditions specified in the Act and the rules made thereunder and is independent of the management of the Company and she is not debarred from holding the office of director by virtue of any SEBI order or any such authority. Considering her impeccable background particular in Corporate Governance, Secretarial & Regulatory Compliance, Corporate Laws, Board Processes, Risk Management, and Stakeholder Governance. The Board considers that the Company will greatly benefit from her association and recommends the resolution in relation to her appointment as an independent Director for the approval of the members of the Company by a special resolution. Draft letter of appointment of Ms. Muskaan Gupta (DIN: 09563359) setting out the terms and conditions of appointment will be available for inspection by the Members through electronic mode. Brief Profile and Additional information in respect of Ms. Muskaan Gupta (DIN: 09563359)pursuant to Regulation 36 of SEBI LODR 2015 and the Secretarial Standard on General Meetings (SS-2), is provided in attachment of this Notice. Except Ms. Muskaan Gupta (DIN: 09563359), no other Director or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in Item No. 6 of this Notice. The Board recommends the Special Resolution set out in Item No. 6 of the Notice for the approval of the members.

ITEM NO. 7

In order to meet the ongoing operational requirements, fund capital expenditures, and support the strategic growth and business expansion of the Company, it is anticipated that the Company will require additional financial assistance from banks, financial institutions, and other lenders.

As per Section 180(1)(c) of the Companies Act, 2013, borrowings exceeding the paid-up capital, free reserves, and securities premium require shareholder approval via a Special Resolution. To support business growth, the Board proposes increasing the borrowing limit to Rs. 250 Crores.

Furthermore, authorization is requested under Section 180(1)(a) to create charges or mortgage company assets to secure these enhanced borrowings. The Board recommends approval, noting that no Directors or Key Managerial Personnel are concerned or interested, except through their shareholding.

ITEM NO. 8

Shri Manish Jhanwar (DIN-05312225) was appointed as the Independent Director of the Company pursuant to Section 149 and all other applicable provisions of the Companies Act, 2013 read with the Rules framed there under and the applicable provisions of the erstwhile Listing Agreement with the Stock Exchanges, at Annual General Meeting held on 17th September, 2022 to hold office for 5 consecutive years for a term up to 02nd May, 2027.

Based on the recommendation of the Nomination and Remuneration Committee, the Board considered him background and experience and contributions made by his during his tenure, the association of Shri Manish Jhanwar would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed to re-appoint Shri Manish Jhanwar as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from 03rd May, 2027.

Shri Manish Jhanwar has given his consent to act as Independent Directors of the Company and has furnished necessary declarations to the Board of Directors that he meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further as per the declarations received by the Company Shri Manish Jhanwar is not disqualified to be re-appointed as Directors under Section 164 of the Companies Act, 2013 and has given his consent to act as Directors of the company.

Shri Manish Jhanwar do not hold by himself or for any other person on a beneficial basis, any shares in the Company. He is not related to any other Director of the Company.

In the opinion of the Board, Shri Manish Jhanwar fulfils the conditions specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re-appointment as Independent Director and he is independent from the management.

Copy of draft letter of appointment setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Except Shri Manish Jhanwar none of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, whether financially or otherwise, in the resolutions as set out at Item No. 8 of the Notice.

The Board of Directors recommends the said resolutions set out at item no. 8 of the notice for your approval by Special Resolution.

ITEM NO. 9

Presently, the Board of the Company comprises of 6 Directors i.e. 3 Executive Director, 1 Non Executive Non Independent Director and 2 Independent Directors. The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, appointed Shri Chandrashekhar Sharma (DIN:11914422) as an Additional Director in the category of Executive Non Independent Director of the Company with effect from August 27th, 2026, pursuant to Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company. He holds office up to the date of the ensuing Annual General Meeting, who has given his consent, to hold office for a period of 1 year starting from 27th August 2026 to 27th August 2027.

In accordance with the provisions of Sections 196, 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Shri Chandrashekhar Sharma shall receive remuneration of Rs 1,13,000 (One Lakh Thirteen Thousand) per month including perquisites, and allowances as may be determined by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee.

The Company has received consent in writing from Shri Chandrashekhar Sharma to act as Director in Form DIR-2 and intimation in Form DIR-8 to the effect that he is not disqualified under section 164(2) of the Act to act as Director. In the opinion of the Board, Shri Chandrashekhar Sharma is a person of integrity, possesses the relevant expertise and experience, fulfills the conditions specified in the Act and the rules made thereunder and he is not debarred from holding the office of director by virtue of any order of any authority.

Considering his impeccable background particularly in the areas of commercial operations and purchasing, the Board considers that the Company will greatly benefit from his association and recommends the resolution in relation to his appointment as an Executive Non- Independent Director for the approval of the members of the Company by a special resolution.

Draft letter of appointment of Shri Chandrashekhar Sharma setting out the terms and conditions of appointment will be available for inspection by the Members through electronic mode.

Brief Profile and Additional information in respect of Shri Chandrashekhar Sharma pursuant to the Secretarial Standard on General Meetings (SS-2), is provided in attachment of this Notice.

Except Shri Chandrashekhar Sharma, no other Director or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in Item No. 9 of this Notice.

The Board recommends the Special Resolution set out in Item No. 6 of the Notice for the approval of the members

Place: Dewas
Date: 27th August 2026
CIN: L01710MP1992PLC007043
Regd. Office: **414, City Centre, 570, M.G. Road, Indore- 452001 (M.P.) Tele: 0731-2546710**

Email: admin@vippyspinpro.com,
Website: www.vippyspinpro.com

By Order of the Board of Directors
For Vippy Spinpro Limited

Piyush Mutha
Managing Director
DIN: 00424206

ISO 9001
BUREAU VERITAS Certification
Excluding Design

Details of the Director seeking appointment/re-appointment in the Annual General Meeting as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meeting (SS-2) is as follows:

1. Shri Piyush Mutha

Name of Director	Shri Piyush Mutha
Director Identification Number	00424206
Date of Birth	23.04.1969
Nationality	Indian
Date of Appointment	01.04.1992
Qualification	B.E. & MBA
Expertise in specific functional area	He has over 33 year's experience in the cotton industry and business, He has rich experience in conceptualizing, planning, directing and implementing business decisions.
Disclosure of relationship between directors inter-se	He is brother of Shri Praneet Mutha, Director of the Company.
Name of other listed companies in which he holds directorship	NIL
Chairmanship/Memberships of Committees of the other listed companies in which he is Director	NIL
Number of Shares held in the Company	521750 Equity Shares

2. Ms. Muskaan Gupta

Name of Director	Ms. Muskaan Gupta
Director Identification Number	09563359
Date of Birth	31.07.1997
Nationality	Indian
Date of Appointment	10.08.2026
Qualification	Company Secretary
Expertise in specific functional area	Corporate Governance, Secretarial & Regulatory Compliance, Corporate Laws, Board Processes, Risk Management, and Stakeholder Governance.
Disclosure of relationship between directors inter-se	NIL
Name of other listed companies in which She holds directorship	NIL
Chairmanship/Memberships of Committees of the other listed companies in which he is Director	NIL
Number of Shares held in the Company	NIL

3. Shri Manish Jhanwar

Name of Director	Shri Manish Jhanwar
Director Identification Number	05312225
Date of Birth	10-05-1984
Nationality	Indian
Date of Appointment	03.05.2027
Qualification	Chartered Accountant & B com.
Expertise in specific functional area	He is having vast experience of 15 Years in the field of Statutory Audit & Investment Banking, Internal Audit, Tax Audit and Certification work.
Disclosure of relationship between directors inter-se	NIL
Name of other listed companies in which he holds directorship	Megamont Limited & Tusaldah Limited
Chairmanship/Memberships of Committees of the other listed companies in which he is Director	Audit Committee, Stakeholder Relationship Committee & Nomination and Remuneration Committee
Number of Shares held in the Company	NIL

4. Shri Chandrashekhar Sharma

Name of Director	Shri Chandrashekhar Sharma
Director Identification Number	11914422
Date of Birth	15-07-1966
Nationality	Indian
Date of Appointment	27-08-2026
Qualification	B.com
Expertise in specific functional area	Expertise in commercial operations, procurement, vendor management, purchase & cotton planning.
Disclosure of relationship between directors inter-se	NIL
Name of other listed companies in which he holds directorship	NIL
Chairmanship/Memberships of Committees of the other listed companies in which he is Director	NIL
Number of Shares held in the Company	NIL